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FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C, 20554

FILE

OFFICE OF
MANAGING DIRECTOR

January 12, 2005

Frederick M. Joyce, Esq.
Venable, LLP
575 7th Street, N.W.
Washington, D.C. 20004-1601

Re: Request for Refund/Waiver of Filing Fees
Metrocall Holdings, Inc.
Fee Control No. 0404128130395001

Dear Mr. Joyce:

This is in response to your request (dated April 9, 2004) filed on behalf of Metrocall Holdings, Inc. (Metrocall) for a waiver and refund of the filing fee associated with a request for waiver of the electronic filing requirements for Part 90 Private Carrier Paging (PCP) and Part 101 microwave licenses under section 1.913(b) of the Commission's rules, 47 C.F.R. §1.913(b), associated with an application filed by Metrocall to transfer control of its wholly-owned subsidiary, Metrocall USA, Inc. (MUSA). Our records reflect that you paid the \$90,900.00 application fees at issue here.

On November 25, 2003, PageMart II Holdings, LLC and PageMart PCS Holdings, LLC, subsidiaries of WebLink Wireless I, L.P. (WebLink), and MUSA filed applications to assign WebLink's PCP and microwave licenses to MUSA (PageMart Applications). You recite that on March 29, 2004, Metrocall and Arch Wireless, Inc. (Arch) entered into a merger agreement which "will result in a major change of control of Metrocall, and consequently of MUSA." You state that because the PageMart Applications "are pending, MUSA cannot apply through the Universal Licensing System (ULS) for the assignment of the affected call signs to the post-merger MUSA." You further state that "[i]n order to permit the orderly processing of all required applications for the Arch-Metrocall merger, the Mobility Division's staff instructed Metrocall to submit a manually-filed application for the transfer of control of MUSA, with respect to the [606] call signs covered by the PageMart Applications, as if the assignments requested therein had already been consummated." You state that Metrocall filed the transfer of control application in accordance with the staff's instructions, along with the instant request for waiver of section 1.913(b) of the rules, which requires that the PageMart Applications be filed electronically via the ULS. Noting that the filing fee for waiver of the section 1.913(b) electronic filing requirement is \$90,900.00 (\$150.00 times 606 call signs) and the underlying transfer of control application fee is \$30,300.00 (\$50.00 times 606 call signs), you assert that "because the subject transfer of control cannot be filed through ULS, the filing fee is four times greater than it would normally be [(\$121,200.00 versus \$30,300.00)]."

You further assert that the waiver of the electronic filing requirement "is only being requested because the Commission's electronic filing program cannot accept or process an application for the transfer of control of more than 600 call signs which will be subject to the Arch-Metrocall merger . . . [and that t]he Commission's own staff advised manual filing to resolve this dilemma in a manner that would not impose undue burdens on the Commission's resources." You claim that Metrocall "therefore had no reasonable alternative but to file manually and seek a waiver of [the section 1.913(b) electronic filing requirement]." You maintain that the Commission has traditionally found good cause for waivers that are necessitated by circumstances beyond the requesting party's control.¹ You assert that both parties to the merger underwent reorganization in bankruptcy in 2002 and that "[t]he large, additional fee required in connection with the subject transfer application represents a significant amount of money that could otherwise be spent in the companies' transitional activities, leading to cost savings and other benefits to consumers."

The Commission has discretion to waive filing fees upon a showing of good cause and a finding that the public interest will be served thereby.² We construe our waiver authority under section 8 of the Communications Act, 47 U.S.C. §158(d)(2), narrowly and will grant waivers on a case-by-case basis to specific applicants upon a showing of "extraordinary and compelling circumstances."³

As you relate in your request for fee relief, Commission staff directed that Metrocall manually file the transfer of control application at issue here because the PageMart Applications, which involve the call signs that are the subject of the transfer of control application, had not yet been granted by the Commission and the ULS does not accept transfer of control applications associated with already pending assignment applications. Commission staff, however, had not acted on the PageMart Applications at the time Metrocall filed the transfer of control application on April 9, 2004, because of a then-pending investigation into whether Metrocall and WebLink had prematurely transferred *de facto* control of the licensed facilities that are the subject of the PageMart Applications in violation of section 310(d) of the Communications Act of 1934, as amended,⁴ and

¹ In support, you cite *Telephone Number Portability, Order*, 13 FCC Rcd 6608, para. 8 (Network Services Div., Com. Car. Bur. 1998) (*Telephone Number Portability Order*); *Price Cap Treatment of Regulatory Fees Imposed by Section 9 of the Communications Act, Order*, 9 FCC Rcd 6060, para. 3 (Com. Car. Bur. 1994) (*Price Cap Order*).

² See 47 U.S.C. §158(d)(2); 47 C.F.R. §1.1117(a); *Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985*, 5 FCC Rcd 3558, 3572-73 (1990).

³ See *Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985*, 2 FCC Rcd 947, 958, para. 70 (1987); *Sirius Satellite Radio, Inc.*, 18 FCC Rcd 12551 (2003).

⁴ 47 U.S.C. §310(d).

related provisions of the Commission's rules.⁵ On April 28, 2004, the Commission's Enforcement Bureau released an Order adopting a Consent Decree resolving and terminating the investigation in which Metrocall and WebLink, without admitting or denying liability for violating any statute, regulation or rule, each agreed to make a \$25,000.00 voluntary contribution to the United States Treasury.⁶

Given the nature and timing of the transactions that led to the investigation into whether Metrocall and WebLink transferred *de facto* control of the commercial mobile radio service facilities at issue in the PageMart Applications in violation of section 310(d) the Act and the Commission's rules, we find that Metrocall has not shown sufficiently extraordinary or compelling circumstances as to warrant a waiver of the application fee. More specifically, although you contend that waiver is necessitated by circumstances beyond your control, Metrocall's inability to file the transfer of control application electronically in accordance with the Commission's rules and the company's decision to file the application manually are in fact the direct result of strategic business transactions within Metrocall's control and discretion. With respect to your assertion that Commission staff directed Metrocall to file the transfer of control application manually, staff directed Metrocall to do so because the PageMart Applications were pending at the time and were subject to the outcome of the ongoing Commission investigation, which was initiated as a result of Metrocall's and WebLink's business decisions and transactions. In other words, Metrocall's own conduct was the underlying reason for the

⁵ The transactions that led to the Commission staff's initiation of the investigation for possible enforcement action are described as follows in *WebLink Wireless I, L.P. and Metrocall Holdings, Inc., Order*, 19 FCC Rcd 7596 (Enforcement Bur. 2004) (*Order and Consent Decree*):

By Asset Purchase Agreement dated as of November 18, 2003, WebLink Wireless Inc. and Metrocall agreed to a transaction whereby Metrocall purchased WebLink [Wireless I, L.P. (Wireless)]'s commercial wireless messaging business (the "Business"). The Asset Purchase Agreement provides that, as of its date, Metrocall took possession and control of virtually all of WebLink's assets The parties concurrently entered into a Management and Spectrum Lease Agreement whereby WebLink agreed to lease to Metrocall "spectrum airtime rights" over the Commission-authorized facilities, pending Commission approval of the assignment to Metrocall of the authorizations for those facilities. On November 25, 2003, PageMart PCS Holdings, LLC and PageMart II Holdings . . . filed [the PageMart Applications]." *Order and Consent Decree* at 7599.

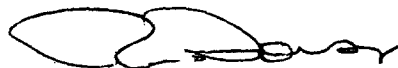
⁶ Metrocall also agreed to adopt and implement a company-wide compliance plan to require periodic education of all employees concerning the Commission's spectrum leasing rules and the requirements of the Act and the rules regarding the need for prior approval of assignments of Commission authorizations and the transfer of control of the holders of such authorizations. *See Order and Consent Decree* at 7600.

continued pendency of the assignment applications at the time MUSA and Arch sought to file the application. Moreover, the timing of the filing of the MUSA-Arch application was determined at the choice of the parties, as reflected in the underlying transaction agreement. The staff directed that Metrocall file the transfer of control application manually in order to accommodate Metrocall's and Arch's stated desire about timing. We therefore find that Metrocall has not shown good cause or a public interest basis for waiver of the application fee associated with the transfer of control application and, accordingly, deny the company's request for relief.

Your reliance upon the *Telephone Number Portability Order* does not persuade us otherwise. The decision in the *Telephone Number Portability Order* to waive the 60-day requirement for filing petitions for extension of local number portability implementation deadlines was based on a finding that the licensees had acted reasonably in their testing of the software to perform number portability and that the software problems the licensees encountered that led to the waiver request were beyond their control. The staff also found that the public interest in ensuring the proper functioning of the licensees' network would be served by granting the petition for waiver of the 60-day requirement.⁷ In contrast (and as discussed above), Metrocall's decision to file the instant waiver request was the result of business decisions and transactions within Metrocall's control and discretion. Your reliance upon the *Price Cap Order* is equally unpersuasive because the Commission staff's decision to grant common carriers subject to price cap regulation a waiver to permit them to treat the assessment of regulatory fees as exogenous costs was based in relevant part on a finding that "carriers are unable to control the level of these costs because the fees are assessed pursuant to a Commission-prescribed schedule."⁸ In the case before us, Metrocall's voluntary business decisions led to the filing of the instant waiver request. Further, your assertion that Metrocall and WebLink underwent reorganization in bankruptcy in 2002 and that the application fee could "otherwise be spent in the companies' transitional activities" does not provide sufficient basis for a waiver of the application fees.

We therefore deny your request for a waiver and refund of the filing fee associated with a request for waiver of the section 1.913(b) electronic filing requirements associated with the application filed by Metrocall to transfer control of MUSA. If you have any questions concerning this letter, please contact the Revenue and Receivables Operations Group at (202) 418-1995.

Sincerely,



Mark A. Reger
Chief Financial Officer

⁷ See *Telephone Number Portability Order* at para. 8.

⁸ See *Price Cap Order* at paras. 4-5.

0404128130395001

VENABLE^{LLP}

575 7th Street, NW
Washington, DC 20004-1601

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Telephone 202-344-4000
Facsimile 202-344-8300
www.venable.com

Frederick M. Joyce

202-344-4653

rjoyce@venable.com

April 9, 2004

RECEIVED - FCC

APR - 9 2004

Federal Communication Commission
Bureau / Office

Office of the Managing Director
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Attention: Waiver Requests

Re: Metrocall Holdings, Inc., Request for Application Filing Fee Waiver

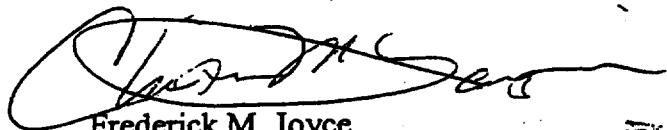
Dear Sir or Madame:

Transmitted herewith, on behalf of Metrocall Holdings, Inc. and in accordance with 47 C.F.R. § 1.1117(c), please find the original and four (4) copies of its Petition for Waiver of filing fees, along with a copy of the application to which the Petition pertains. The subject application is being concurrently filed through Mellon Bank, with all associated fees; pursuant to 47 C.F.R. § 1.1117(e), a copy of the Petition is attached thereto.

Please also find enclosed an additional copy of the first page of the Petition. Kindly date-stamp that page and return it to our courier, who is waiting.

If you have any questions or require additional information concerning this matter, kindly contact the undersigned.

Sincerely,



Frederick M. Joyce
Christine McLaughlin

APR 14 9 07 AM '04

WAIVER – EXPEDITED ACTION REQUESTED

To: The Managing Director

Metrocall is a wireless telecommunications carrier providing paging and messaging services throughout the United States. Metrocall is the 100% parent company of Metrocall USA, Inc. ("MUSA"), the holder of more than one thousand licenses in various radio services. By applications filed on November 25, 2003, MUSA requested the Commission's consent to the assignment of Narrowband Personal Communications

Service,¹ PCP, and Private Microwave licenses from PageMart II Holdings, LLC and PageMart PCS Holdings, LLC (ULS file nos. 0001525608 and 0001525609) (the "PageMart Applications"). Those applications remain pending before the Wireless Telecommunications Bureau.

On March 29, 2004, Metrocall and Arch Wireless, Inc. ("Arch") entered into a Merger Agreement, which requires the parties to file the necessary applications for FCC consent within ten (10) business days of signing. Representatives of the parties met with staff members of the Wireless Telecommunications Bureau's Mobility Division the following day. The proposed merger will result in a major change of control of Metrocall, and consequently of MUSA.

Although the assignments contemplated by the PageMart Applications have not yet been consented to by the Commission, those consents are expected in the near future, and those assignments will almost surely be consummated prior to the Arch-Metrocall merger. However, because those applications are pending, MUSA cannot apply through the Universal Licensing System ("ULS") for the assignment of the affected call signs to the post-merger MUSA. In order to permit the orderly processing of all required applications for the Arch-Metrocall merger, the Mobility Division's staff instructed Metrocall to submit a manually-filed application for the transfer of control of MUSA, with respect to the call signs covered by the PageMart Applications, as if the assignments requested therein had already been consummated.

Consequently, in accordance with the staff's instructions, Metrocall has prepared the application to which this Petition is attached, along with a request for waiver of

¹ There are no filing fees applicable to Narrowband Personal Communications Service applications; consequently, those licenses are not part of or affected by this Petition.

Section 1.913(b) of the Commission's Rules, which requires applications for the radio services at issue to be filed electronically via the ULS. However, because requests for waiver involving PCP and Private Microwave licenses require a fee per Rule section per call sign, this procedure has substantially increased the filing fees associated with the subject application. Specifically, the filing fee for the affected radio services is \$50 per call sign; absent the request for waiver of Section 1.913(b), the filing fee for the transfer of the 606 call signs covered by the PageMart Applications would be \$30,300. Because the affected radio services require a waiver filing fee of \$150 per Rule section per call sign, however, the subject transfer application requires an additional \$90,900 in filing fees, bringing the total fee to \$121,200. In other words, because the subject transfer of control cannot be filed through ULS, the filing fee is *four times greater* than it would normally be.

II. A Waiver of the Filing Fee for Waiver Requests is Warranted.

Section 1.1117(a) of the Commission's Rules permits the waiver of filings fees where good cause is shown, and the waiver would promote the public interest. See 47 C.F.R. § 1.117(b). Metrocall respectfully submits that the standard for waiver is met here.

The waiver of the electronic filing rule sought by Metrocall is only being requested because the Commission's electronic filing program cannot accept or process an application for the transfer of control of more than 600 call signs which will be subject to the Arch-Metrocall merger. The Commission's own staff advised manual filing to resolve this dilemma in a manner that would not impose undue burdens on the Commission's resources. Metrocall therefore had no reasonable alternative but to file

manually and seek a waiver of 47 C.F.R. § 1.913(b). In a variety of contexts, the Commission has traditionally found good cause for waivers that are necessitated by circumstances beyond the requesting party's control. See, e.g., Telephone Number Portability; Petition for Extension of the Deployment Schedule for Long-Term Database Methods for Local Number Portability, Phase I; Southwestern Bell Telephone Company and Pacific Bell, 13 FCC Rcd 6608, ¶ 8 (Com. Car. Bur. 1998); Price Cap Treatment of Regulatory Fees Imposed by Section 9 of the Communications Act, 9 FCC Rcd 6060, ¶ 3 (Com. Car. Bur. 1994).

The public interest would be served by granting a waiver in this case. The necessity for requesting a waiver of Section 1.913(b) increases the filing fee for the subject application fourfold. That represents an extraordinarily large additional fee, over and above the amount that is normally due for transfer of control applications. The Commission has previously found waivers of the fee requirement appropriate for very large filing fees. See, e.g., Daniel R. Goodman, 10 FCC Rcd. 8537 (1995). As Exhibit One to the lead application in this matter (ULS file no. 0001691043) explains in detail, the paging and messaging industry has experienced steep declines in subscribership and revenue. Both parties to the merger underwent reorganization in bankruptcy in 2002. The large, additional fee required in connection with the subject transfer application represents a significant amount of money that could otherwise be spent in the companies' transitional activities, leading to cost savings and other benefits to consumers.

Conclusion

For the reasons stated above, Metrocall respectfully submits that a waiver of the filing fee associated with Rule waiver requests in the PCP and Private Microwave

services is warranted. Metrocall therefore requests that the Managing Director grant this Petition and issue a refund to Metrocall in the amount of \$90,900.

Respectfully submitted,

METROCALL HOLDINGS, INC.

By: 

Frederick M. Joyce
Christine McLaughlin

Its Attorneys

VENABLE, LLP
575 7th Street, N.W.
Washington, DC 20004
(202) 344-4000

Date: April 9, 2004

ATTACHMENT ONE

Attached is a copy of the application to which the Petition pertains.

Approved by OMB

Main Form

Application for Assignments of Authorization
and Transfers of Control

3060 - 0800

See instructions for
public burden estimate.

1) Application Purpose (Select only one) (TC)

AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal	NT - Required Notification (for Consummation of Assignment or Transfer) EX - Request for Extension of Time (to Consummate Assignment or Transfer)
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.		File Number:
2b) File numbers of related pending applications currently on file with the FCC:		

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?	(<input checked="" type="radio"/>) Yes <input type="radio"/> No
3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?	(<input type="radio"/>) Yes <input type="radio"/> No
4) For assignments of authorization only, is this a partition and/or disaggregation?	(<input type="radio"/>) Yes <input type="radio"/> No
5a) Does this filing request a waiver of the Commission's rules? If 'Yes', attach an exhibit providing rule numbers and explaining circumstances.	(<input checked="" type="radio"/>) Yes <input type="radio"/> No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of the rule sections and enter the results.	— 606 —
6) Are attachments being filed with this application?	(<input checked="" type="radio"/>) Yes <input type="radio"/> No
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required?	(<input checked="" type="radio"/>) Yes <input type="radio"/> No
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required?	(<input checked="" type="radio"/>) Yes <input type="radio"/> No

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: (<input checked="" type="radio"/>)
<u>Sale</u> or other assignment or transfer of stock <u>Court Order</u>
<u>Other</u> (voting trust agreement, management contract, etc.): _____
If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: (<input checked="" type="radio"/>) Voluntary <input type="radio"/> Involuntary

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0002051357			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Metrocall USA, Inc.			
13) Attention To: Stan F. Sech			
14) P.O. Box:	And /Or	15) Street Address: 6677 Richmond Highway	
16) City: Alexandria	17) State: VA	18) Zip Code: 22306	
19) Telephone Number: (703) 660-6677		20) FAX Number:	
21) E-Mail Address: stan.sech@metrocall.com			

22) Race, Ethnicity, and Gender of Assignor/Licensee (Optional):

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN): 0003737210			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if other than individual): Metrocall Holdings, Inc.			
26) P.O. Box:	And /Or	27) Street Address: 6677 Richmond Highway	
28) City: Alexandria		29) State: VA	30) Zip Code: 22306
31) Telephone Number: (703) 660-6677		32) FAX Number:	
33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Frederick	MI: M	Last Name: Joyce	Suffix: Esq.
35) Company Name: Venable LLP			
36) P.O. Box:	And /Or	37) Street Address: 575 7th Street NW	
38) City: Washington		39) State: DC	40) Zip Code: 20004
41) Telephone Number: (202) 344-4653		42) FAX Number: (202) 344-8300	
43) E-Mail Address: rjoyce@venable.com			

Assignee/Transferee Information

44) Assignee is a(n): (C)					
<u>Individual Corporation</u>	<u>Unincorporated Association</u>	<u>Trust Partnership</u>	<u>Government Entity Consortium</u>	<u>Joint Venture</u>	
45) FCC Registration Number (FRN): 0010627032					
46) First Name (if individual):	MI:	Last Name:	Suffix:		
47) Entity Name (if other than individual): Wizards-Patriots Holdings, Inc.					
48) Name of Real Party in Interest:			49) Taxpayer Identification Number:		
50) Attention To: Vincent D. Kelly					

51) P.O. Box:	And /Or	52) Street Address: 6677 Richmond Highway
53) City: Alexandria	54) State: VA	55) Zip Code: 22306
56) Telephone Number: (703) 660-6677	57) FAX Number:	
58) E-Mail Address:		

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

34) First Name: Frederick	MI: M	Last Name: Joyce	Suffix: Esq.
60) Company Name: Venable LLP			
61) P.O. Box:	And /Or	62) Street Address: 575 7th Street NW	
63) City: Washington	64) State: DC	65) Zip Code: 20004	
66) Telephone Number: (202) 344-4653	67) FAX Number: (202) 344-8300		
68) E-Mail Address: rjoyce@venable.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(<input type="radio"/> N) <input checked="" type="radio"/> Yes <input type="radio"/> No
70) Is the Assignee or Transferee an alien or the representative of an alien?	(<input type="radio"/> N) <input checked="" type="radio"/> Yes <input type="radio"/> No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	(<input type="radio"/> N) <input checked="" type="radio"/> Yes <input type="radio"/> No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(<input type="radio"/> N) <input checked="" type="radio"/> Yes <input type="radio"/> No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "Yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(<input type="radio"/> N) <input checked="" type="radio"/> Yes <input type="radio"/> No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If "Yes", attach exhibit explaining circumstances.	(<input type="radio"/> N) <input checked="" type="radio"/> Yes <input type="radio"/> No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If "Yes", attach exhibit explaining circumstances.	(<input type="radio"/> N) <input checked="" type="radio"/> Yes <input type="radio"/> No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If "Yes", attach exhibit explaining circumstances.	(<input type="radio"/> N) <input checked="" type="radio"/> Yes <input type="radio"/> No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If "Yes", attach exhibit explaining circumstances.	(<input type="radio"/> N) <input checked="" type="radio"/> Yes <input type="radio"/> No

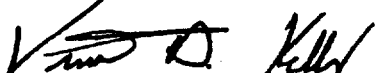
78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Fee Status

79) Is the applicant exempt from FCC application fees?	(<input checked="" type="radio"/> N) Yes <input type="radio"/> No
80) Is the applicant exempt from FCC regulatory fees?	(<input checked="" type="radio"/> N) Yes <input type="radio"/> No

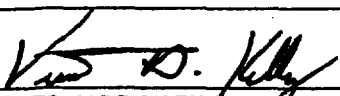
Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
Typed or Printed Name of Party Authorized to Sign			
81) First Name: Vincent	MI: D	Last Name: Kelly	Suffix:
82) Title: President & CEO			
Signature: 			83) Date: 4/8/04

Assignee/Transferee Certification Statements

1)	The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2)	The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5)	The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6)	The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7)	The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

Typed or Printed Name of Party Authorized to Sign

84) First Name: Vincent	MI: D	Last Name: Kelly	Suffix:
85) Title: President & CEO			
Signature: 			86) Date: 4/8/04
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
KNKV210						Y
KNNF714						Y
KNNG381						Y
KNNG480						Y
KNNG842						Y
KNNG844						Y
KNNG845						Y
KNNH546						Y
KNNH547						Y
KNNH548						Y
KNNH549						Y
KNNH550						Y
KNNH551						Y
KNNH552						Y
KNNH583						Y
KNNH585						Y
KNNH788						Y
KNNH814						Y
KNNH824						Y
KNNH849						Y
KNNJ213						Y
KNNJ214						Y
KNNJ266						Y
KNNJ268						Y
KNNK517						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
KNNK604						Y
KNNK623						Y
KNNK635						Y
KNNK659						Y
KNNK661						Y
KNNK682						Y
KNNK683						Y
KNNK684						Y
KNNK685						Y
KNNK686						Y
KNNK687						Y
KNNK688						Y
KNNK840						Y
KNNK844						Y
KNNK860						Y
KNNK864						Y
KNNL786						Y
KNNL805						Y
KNNM412						Y
KNNM756						Y
KNNQ585						Y
KNNQ590						Y
KNNW861						Y
KNNW862						Y
KNNW871						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPFK243						Y
WPFK244						Y
WPFK245						Y
WPFK246						Y
WPFK248						Y
WPFK249						Y
WPFK250						Y
WPFK251						Y
WPFK255						Y
WPFK924						Y
WPFK957						Y
WPFM809						Y
WPFM810						Y
WPFM811						Y
WPFM812						Y
WPFM817						Y
WPFM818						Y
WPFM819						Y
WPFN459						Y
WPFN460						Y
WPFN583						Y
WPFN587						Y
WPFN591						Y
WPFN595						Y
WPFN599						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPFN603						Y
WPFN607						Y
WPFN611						Y
WPFN615						Y
WPFN623						Y
WPFN627						Y
WPFN631						Y
WPFN635						Y
WPFN639						Y
WPFN643						Y
WPFN655						Y
WPFN659						Y
WPFN663						Y
WPFN667						Y
WPFP205						Y
WPFP246						Y
WPFQ532						Y
WPFQ535						Y
WPFQ578						Y
WPFR950						Y
WPFX236						Y
WPFX565						Y
WPFX566						Y
WPFX568						Y
WPFX569						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPFX570						Y
WPFZ854						Y
WPFZ891						Y
WPGD500						Y
WPGD511						Y
WPGE964						Y
WPGE965						Y
WPGE967						Y
WPGE969						Y
WPGE970						Y
WPGE972						Y
WPGE973						Y
WPGE974						Y
WPGE975						Y
WPGE976						Y
WPGE977						Y
WPGE978						Y
WPGE979						Y
WPGE980						Y
WPGE981						Y
WPGE982						Y
WPGE983						Y
WPGE985						Y
WPGE986						Y
WPGF211						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPGF212						Y
WPGF213						Y
WPGF214						Y
WPGF215						Y
WPGF221						Y
WPGF740						Y
WPGF741						Y
WPGF742						Y
WPGF745						Y
WPGF746						Y
WPGF747						Y
WPGF748						Y
WPGF749						Y
WPGF750						Y
WPGF752						Y
WPGF753						Y
WPGF754						Y
WPGF755						Y
WPGF756						Y
WPGF757						Y
WPGF758						Y
WPGF760						Y
WPGF764						Y
WPGF765						Y
WPGF766						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPGF767						Y
WPGF768						Y
WPGF769						Y
WPGF770						Y
WPGF771						Y
WPGF772						Y
WPGF773						Y
WPGF774						Y
WPGF775						Y
WPGF776						Y
WPGF777						Y
WPGF778						Y
WPGF779						Y
WPGF781						Y
WPGF782						Y
WPGF783						Y
WPGF784						Y
WPGF785						Y
WPGF786						Y
WPGF787						Y
WPGF788						Y
WPGF789						Y
WPGF790						Y
WPGF791						Y
WPGF794						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPGF809						Y
WPGF816						Y
WPGF818						Y
WPGF824						Y
WPGF825						Y
WPGF826						Y
WPGF828						Y
WPGF829						Y
WPGF830						Y
WPGF831						Y
WPGF834						Y
WPGF835						Y
WPGH869						Y
WPGH876						Y
WPGH877						Y
WPGH880						Y
WPGH884						Y
WPGH888						Y
WPGH893						Y
WPGH896						Y
WPGH897						Y
WPGH900						Y
WPGH908						Y
WPGH912						Y
WPGH913						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPGH949						Y
WPGN610						Y
WPGN635						Y
WPGN636						Y
WPGN637						Y
WPGN638						Y
WPGR631						Y
WPGR666						Y
WPGR667						Y
WPGT381						Y
WPGT521						Y
WPGT528						Y
WPGZ257						Y
WPHA594						Y
WPHB348						Y
WPHB516						Y
WPHC635						Y
WPHC636						Y
WPHC637						Y
WPHC737						Y
WPHF279						Y
WPHF283						Y
WPHF370						Y
WPHF394						Y
WPHF637						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPHF638						Y
WPHF639						Y
WPHF641						Y
WPHG484						Y
WPHG485						Y
WPHH201						Y
WPHH205						Y
WPHN310						Y
WPHN812						Y
WPHQ389						Y
WPHT531						Y
WPHT817						Y
WPHW460						Y
WPHX318						Y
WPHX462						Y
WPHX631						Y
WPHX632						Y
WPHX665						Y
WPHX669						Y
WPHX670						Y
WPHY802						Y
WPHY862						Y
WPHY865						Y
WPHY872						Y
WPHZ332						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPHZ351						Y
WPHZ606						Y
WPHZ607						Y
WPHZ931						Y
WPHZ935						Y
WPHZ974						Y
WPLA837						Y
WPIB269						Y
WPIC419						Y
WPIC420						Y
WPIC901						Y
WPID302						Y
WPID303						Y
WPID306						Y
WPID307						Y
WPID331						Y
WPID518						Y
WPID589						Y
WPID605						Y
WPID620						Y
WPID794						Y
WPIE405						Y
WPIE407						Y
WPIE449						Y
WPIE459						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPIE969						Y
WPIF718						Y
WPIF787						Y
WPIF949						Y
WPIG211						Y
WPIH527						Y
WPIH586						Y
WPII232						Y
WPII268						Y
WPIJ411						Y
WPIM359						Y
WPIM641						Y
WPIM790						Y
WPIM794						Y
WPIN255						Y
WPIN687						Y
WPIN691						Y
WPIP402						Y
WPIP441						Y
WPIP929						Y
WPIP987						Y
WPIP998						Y
WPIQ265						Y
WPIQ280						Y
WPIR332						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPIS713						Y
WPIS740						Y
WPIS743						Y
WPIS769						Y
WPIS776						Y
WPIT457						Y
WPIT575						Y
WPIU653						Y
WPIU710						Y
WPIU711						Y
WPIU785						Y
WPIW562						Y
WPIW563						Y
WPIW567						Y
WPIW590						Y
WPIZ234						Y
WPIZ995						Y
WPJG228						Y
WPJG324						Y
WPJG622						Y
WPJG623						Y
WPJG687						Y
WPJG720						Y
WPJG729						Y
WPJH208						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPJH465						Y
WPJJ341						Y
WPJL579						Y
WPJP475						Y
WPJR309						Y
WPJT214						Y
WPJU950						Y
WPJV741						Y
WPJV754						Y
WPJV761						Y
WPJV780						Y
WPJV787						Y
WPJV792						Y
WPJV793						Y
WPJV909						Y
WPJW315						Y
WPJW323						Y
WPJX580						Y
WPKC548						Y
WPKC582						Y
WPKC652						Y
WPKC653						Y
WPKC656						Y
WPKC660						Y
WPKC684						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPKC685						Y
WPKC686						Y
WPKC687						Y
WPKC688						Y
WPKC830						Y
WPKC852						Y
WPKC892						Y
WPKD215						Y
WPKD270						Y
WPKD274						Y
WPKE423						Y
WPKE464						Y
WPKE473						Y
WPKE475						Y
WPKE477						Y
WPKE488						Y
WPKE491						Y
WPKF216						Y
WPKF430						Y
WPKF431						Y
WPKF436						Y
WPKF440						Y
WPKF444						Y
WPKF865						Y
WPKG293						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPKG297						Y
WPKG299						Y
WPKG434						Y
WPKH222						Y
WPKI262						Y
WPKI600						Y
WPKI735						Y
WPKJ746						Y
WPKJ748						Y
WPKJ750						Y
WPKJ752						Y
WPKJ992						Y
WPKL241						Y
WPKL242						Y
WPKL386						Y
WPKL404						Y
WPKL498						Y
WPKL757						Y
WPKL970						Y
WPKL973						Y
WPKM242						Y
WPKM454						Y
WPKM455						Y
WPKM764						Y
WPKM913						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPKN358						Y
WPKN361						Y
WPKN362						Y
WPKN395						Y
WPKN397						Y
WPKN553						Y
WPKN574						Y
WPKN678						Y
WPKN895						Y
WPKN898						Y
WPKN909						Y
WPKN910						Y
WPKN955						Y
WPKP560						Y
WPKQ254						Y
WPKQ392						Y
WPKR273						Y
WPKR282						Y
WPKR286						Y
WPKR939						Y
WPKR953						Y
WPKS660						Y
WPKS666						Y
WPKV764						Y
WPKX699						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPKX700						Y
WPKX702						Y
WPKX870						Y
WPKY807						Y
WPKY852						Y
WPKZ219						Y
WPKZ220						Y
WPKZ221						Y
WPKZ671						Y
WPKZ717						Y
WPKZ718						Y
WPKZ719						Y
WPLQ970						Y
WPLQ971						Y
WPLQ972						Y
WPLR269						Y
WPLS546						Y
WPLU258						Y
WPLV578						Y
WPLX280						Y
WPLZ550						Y
WPLZ688						Y
WPLZ871						Y
WPLZ959						Y
WPLZ960						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPMB863						Y
WPMB865						Y
WPMB885						Y
WPMC256						Y
WPMC369						Y
WPMC381						Y
WPME984						Y
WPMF767						Y
WPMF772						Y
WPMF774						Y
WPMF832						Y
WPMF834						Y
WPMG556						Y
WPMG560						Y
WPMG561						Y
WPMK409						Y
WPMK707						Y
WPMM668						Y
WPMM683						Y
WPMM685						Y
WPMM686						Y
WPMM687						Y
WPMM851						Y
WPMN276						Y
WPMN354						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPMN434						Y
WPMN439						Y
WPMN493						Y
WPMN502						Y
WPMN504						Y
WPMN582						Y
WPMN676						Y
WPMP229						Y
WPMP492						Y
WPMQ240						Y
WPMQ249						Y
WPMQ254						Y
WPMQ255						Y
WPMR456						Y
WPMS307						Y
WPMS317						Y
WPMS596						Y
WPMS624						Y
WPMS704						Y
WPMT611						Y
WPMT639						Y
WPMU656						Y
WPMU732						Y
WPMV856						Y
WPMV858						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPMW687						Y
WPMX607						Y
WPNL294						Y
WPNL295						Y
WPNU299						Y
WPNU303						Y
WPNU359						Y
WPNU894						Y
WPNW450						Y
WPNY274						Y
WPNY617						Y
WPOX439						Y
WPOX440						Y
WPOX455						Y
WPOX459						Y
WPOX463						Y
WPOX464						Y
WPOX575						Y
WPOX679						Y
WPOX684						Y
WPOX687						Y
WPOX850						Y
WPOY556						Y
WPOY557						Y
WPOY558						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPOZ481						Y
WPOZ522						Y
WPOZ642						Y
WPOZ654						Y
WPPA538						Y
WPPC264						Y
WPPC319						Y
WPPC507						Y
WPPC667						Y
WPPD600						Y
WPPD616						Y
WPPE881						Y
WPPE908						Y
WPPE991						Y
WPPE992						Y
WPPE993						Y
WPPF227						Y
WPPF230						Y
WPPF255						Y
WPPF427						Y
WPPF620						Y
WPPF691						Y
WPPF692						Y
WPPF695						Y
WPPF696						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPPF706						Y
WPPF710						Y
WPPF711						Y
WPPF712						Y
WPPG299						Y
WPPG305						Y
WPPH917						Y
WPPU227						Y
WPPU228						Y
WPPU380						Y
WPPU395						Y
WPPU470						Y
WPPU471						Y
WPPU576						Y
WPPU704						Y
WPPU730						Y
WPPW261						Y
WPPW265						Y
WPPW283						Y
WPPW289						Y
WPPW435						Y
WPPW469						Y
WPPW470						Y
WPPW471						Y
WPPW478						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPPW891						Y
WPPW900						Y
WPPW995						Y
WPPX301						Y
WPPX302						Y
WPPX320						Y
WPPX324						Y
WPPX335						Y
WPPX337						Y
WPPX510						Y
WPPX513						Y
WPPX539						Y
WPPX857						Y
WPPX858						Y
WPPX859						Y
WPPY305						Y
WPPY552						Y
WPPZ669						Y
WPQA792						Y
WPQA827						Y
WPQA835						Y
WPQC983						Y
WPQD229						Y
WPQD944						Y
WPQF799						Y

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPQF820						Y
WPQI368						Y
WPQI719						Y
WPQK548						Y
WPQK584						Y
WPQW556						Y
WPRW206						Y
KNKV212						Y
KNKV218						Y
KNKV224						Y
KNKV230						Y
KNKV236						Y

Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services

Approved by OMB
3060 - 0800
See instructions for
public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only) N/A

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

() Yes No

If 'Yes', is the Assignee applying for installment payments?

() Yes No

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control)

As a result of the transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

(N) Yes No

If 'Yes', the new category of eligibility of the licensee is: _____

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

EXHIBIT 1
DESCRIPTION OF TRANSACTION AND
PUBLIC INTEREST STATEMENT

Lead Application Information

This application is one of a series of applications being filed in connection with the proposed merger between Arch and Metrocall. The parties have designated ULS File No. 0001691043 as the lead application for the transaction. All exhibits relevant to the transaction are contained in the lead application and are incorporated herein by reference.

WAIVER – EXPEDITED ACTION REQUESTED

Request for Waiver of ULS Electronic Filing Requirement

At the advice of the Commission's staff, the parties respectfully request a waiver of the Commission's electronic filing requirements. 47 C.F.R. § 1.913(b).¹ The licenses listed on the foregoing Form 603 application are currently licensed to PageMart II Holdings, LLC and PageMart PCS Holdings, LLC, and are the subject of pending applications for their assignment to MUSA.² See ULS File Nos. 0001525608 and 0001525609 (the "PageMart Applications"). Those applications are part of Metrocall's acquisition of the assets and business of WebLink Wireless I, LP ("WebLink"), a transaction commenced prior to the agreement between Arch and Metrocall to merge their respective businesses. Until such time as the PageMart Applications are granted and consummated, the Commission's Universal Licensing System ("ULS") will not allow the parties to electronically file an application proposing to transfer control of the WebLink licenses from MUSA to Newco. Consequently, the parties are precluded from complying with Commission requirements with respect to the instant application due to circumstances beyond their control.

The circumstances necessitating the requested waiver are highly "unusual," if not "unique," and the application of the electronic filing requirement would pose extraordinary burdens on the parties. See 47 C.F.R. § 1.925(b)(3)(ii). The ULS electronic filing system cannot process the proposed ultimate change of control of the licenses covered by the PageMart Applications to MUSA under its proposed post-merger ownership, for so long as the PageMart Applications remain pending. Although the parties anticipate a grant of those applications any day now, time is of the essence in the merger of these two publicly-traded companies (e.g., in order to preserve the value of the merger and of the respective parties' stock for their public shareholders). Consequently, the Merger Agreement between the parties imposes a short deadline for the filing of the FCC applications. Alternative approaches would likely cause the Commission additional time and resources, since the PageMart Applications would need to be amended.

Thus, in order to timely complete the proposed transaction, the parties have "no reasonable alternative" under the Commission's existing rules. See 47 C.F.R. § 1.925(b)(3)(ii). Indeed, the staff of the Wireless Telecommunications Bureau recognized the inability of ULS to process both the PageMart Applications and change of control contemplated by the subject application simultaneously with respect to the affected call signs, and suggested the manual filing of the subject application as the only reasonable

Arch-Metrocall Transfer of Control
Exhibit Two, Page 2 of 2

For all the foregoing reasons, the parties respectfully submit that a waiver of Section 1.913(b) is warranted.

Arch-Metrocall Transfer of Control
Exhibit Three

Pursuant to Section 1.1117(e) of the Commission's Rules, attached is a copy of a request for waiver of a portion of the filing fees for the subject application. In accordance with Section 1.1117(c) of the Commission's Rules, the original is being filed to the direction of the Office of Managing Director.